

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
EXTENDED STAY, INC., *et al.* : Case No. 09-13764 (JMP)
: (Jointly Administered)
Debtors. :
-----X

**AFFIDAVIT OF ARTHUR ADLER IN SUPPORT OF THE APPLICATION
FOR AN ORDER AUTHORIZING THE CREDITORS' COMMITTEE'S
RETENTION OF JONES LANG LASALLE HOTEL AS
HOSPITALITY ADVISOR AND, IF NEEDED, TESTIFYING EXPERT**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

ARTHUR ADLER, being duly sworn, deposes and says as follows:

1. I am Managing Director with the firm of Jones Lang LaSalle Americas, Inc. ("JLL"), a hospitality consultant and real estate firm which maintains its principal office in Chicago, IL at 200 East Randolph Drive, Chicago, IL 60611, with an office in New York City located at 153 East 53rd Street, New York, NY 10022, and numerous other offices world-wide. I submit this Affidavit in support of the application (the "Application")¹ of the Official Committee of Unsecured Creditors (the "Committee") of Extended Stay, Inc., *et al.* and its affiliated debtors and debtors in possession (the "Debtors") for an Order authorizing the employment and retention of JLL as hospitality advisor and, if needed, testifying expert for the Committee.

¹ Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Application.

QUALIFICATIONS OF PROFESSIONALS

2. JLL is well qualified to assist the Committee in the manner described in the Application. JLL is a global integrated real estate services provider and hospitality consultant. Its services include but are not limited to analyzing the efficiency of corporate management and operations, reducing hotel real estate operating and occupancy costs, valuation of hotels and underlying real estate, analyzing all aspects of rebranding a hotel, and otherwise advising creditors with respect to restructuring and reorganization of hospitality companies or liquidation efforts.

3. JLL has served as advisor to debtors, creditors and equity holders in many Chapter 11 cases regarding a wide range of matters regarding real estate and reorganization of companies holding real estate assets.

DISINTERESTEDNESS OF JLL

4. In connection with the preparation of this Affidavit, JLL conducted a conflicts examination of the parties listed on Schedule 1 hereto ("Schedule 1"). Schedule 1 was provided to JLL by Debtors' counsel as the most current list of parties which may have a claim or interest in or be involved in this case. JLL researched its client database to determine whether it had any relationships with the parties listed on Schedule 1.

5. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, and except as otherwise stated herein, neither I, JLL, nor any principal or employee thereof, insofar as I have been able to ascertain, (a) have any connection with the Debtors, their creditors, or any other party-in-interest, or their respective attorneys or accountants, and (b) do not represent an interest adverse to the estate as required under Section 1103(b) of the Bankruptcy Code.

6. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, I have determined that JLL has in the past represented, currently represents, and will

likely represent in the future, certain of the Debtors' creditors and other parties-in-interest in matters unrelated to the Debtors or this Chapter 11 case. Except as for provided in Schedule 2 attached hereto ("Schedule 2") none of these creditors or parties in interest represent more than 1% of JLL's gross revenue for 2008. The parties listed on Schedule 2 each comprised less than 5% of JLL's 2008 gross revenue, and in the aggregate these parties comprised less than 8% of gross revenue. I do not believe that the foregoing raise any actual or potential conflicts of interest of JLL relating to the representation of the Committee in this Chapter 11 case.

7. JLL will periodically review its files during the pendency of this Chapter 11 case to ensure that no disabling conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, JLL will use reasonable efforts to identify such further developments and will promptly file a supplemental affidavit as required pursuant to Bankruptcy Rule 2014(a).

8. I am not related, and to the best of my knowledge, no principal or employee of JLL is related, to any United States District Judge or United States Bankruptcy Judge in the Southern District of New York or to the United States Trustee for such district or any employee in the office thereof.

9. To the best of my knowledge, JLL has not been retained to assist any entity or person other than the Committee on matters relating to, or in connection with, this Chapter 11 case. JLL will not accept any engagement or perform any service in this case for any entity or person other than the Committee. JLL may, however, continue to provide professional services to, and engage in commercial or professional relationships with, entities or persons that may be creditors of the Debtors or parties-in-interest in this Chapter 11 case, provided, however, that such services do not and will not relate to, or have any direct connection with this Chapter 11 case.

SERVICES TO BE PROVIDED

10. The Committee has advised JLL that it desires to retain JLL to provide such professional services as JLL and the Committee find mutually agreeable and include the services described in engagement letter attached to the Application.

11. The billing rates for services rendered by JLL's professionals in connection with this case are to be hourly rates as described in engagement letter attached to the Application. In addition, JLL will seek reimbursement of the actual and necessary expenses that JLL incurs in connection with services rendered to the Committee.

12. This compensation arrangement is consistent with and typical of arrangements entered into by JLL and other real estate and hospitality advisory firms with respect to the rendition of similar services to clients such as the Committee, both in and out of Chapter 11.

13. JLL will maintain detailed records of any actual and necessary costs and expenses incurred in connection with the aforementioned services and will file all appropriate applications for allowances of compensation and reimbursement of expenses with the Court in accordance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules and orders of the Court, including any administrative orders for authority to permit interim payments to professionals which vary from the provisions of Sections 330 and 331 of the Bankruptcy Code, subject to this Court's subsequent review and approval.

14. JLL has not shared or agreed to share any of its compensation with any other person, other than a principal, professional or employee of JLL, as permitted by Section 504 of the Bankruptcy Code. The proposed engagement of JLL is not prohibited by Bankruptcy Rule 5002.


ARTHUR ADLER

Sworn and subscribed before me
This 18 day of SEPTEMBER, 2009


CHARITO M. STACEY
Notary Public - State of New York
No. 01ST6209675
Qualified in Kings County
My Commission Expires August 3, 2013

SCHEDULE 1
Extended Stay, Inc.
Master Retention Checklist

Debtors

EXTENDED STAY, INC.
HOMESTEAD VILLAGE LLC
ESA 2005 PORTFOLIO LLC
ESA 2005- SAN JOSE LLC
ESA 2005- WALTHAM LLC
ESA ACQUISITION PROPERTIES LLC
ESA ALASKA LLC
ESA CANADA PROPERTIES BORROWER LLC
ESA FL PROPERTIES LLC
ESA MD BORROWER LLC
ESA MN PROPERTIES LLC
ESA P PORTFOLIO LLC
ESA P PORTFOLIO MD BORROWER LLC
ESA P PORFOLIO PA PROPERTIES LLC
ESA P PORFOLIO TXNC PROPERTIES LP
ESA PA PROPERTIES LLC
ESA PROPERTIES LLC
ESA TX PROPERTIES LP
ESH/HOMESTEAD PORFOLIO LLC
ESH/HV PROPERTIES LLC
ESH/MSTX PROPERTY LP
ESH/TN PROPERTIES LLC
ESH/TX PROPERTIES LP
ESH/HOMESTEAD MEZZ LLC
ESA P MEZZ LLC
ESA MEZZ LLC
ESH/HOMESTEAD MEZZ 2 LLC
ESA P MEZZ 2 LLC
ESA MEZZ 2 LLC
ESH/HOMESTEAD MEZZ 3 LLC
ESA P MEZZ 3 LLC
ESA MEZZ 3 LLC
ESH/HOMESTEAD MEZZ 4 LLC
ESA P MEZZ 4 LLC
ESA MEZZ 4 LLC
ESH/HOMESTEAD MEZZ 5 LLC
ESA P MEZZ 5 LLC
ESA MEZZ 5 LLC
ESH/HOMESTEAD MEZZ 6 LLC
ESA P MEZZ 6 LLC
ESA MEZZ 6 LLC
ESH/HOMESTEAD MEZZ 7 LLC
ESA P MEZZ 7 LLC
ESA MEZZ 7 LLC

ESH/HOMESTEAD MEZZ 8 LLC
ESA P MEZZ 8 LLC
ESA MEZZ 8 LLC
ESH/HOMESTEAD MEZZ 9 LLC
ESA P MEZZ 9 LLC
ESA MEZZ 9 LLC
ESH/HOMESTEAD MEZZ 10 LLC
ESA P MEZZ 10 LLC
ESA MEZZ 10 LLC
ESA MD BENEFICIARY LLC
ESA P PORFOLIO MD TRUST
ESA MD PROPERTIES BUSINESS TRUST
ESA P PORTFOLIO MD BENEFICIARY LLC
ESA CANADA PROPERTIES TRUST
ESA CANADA TRUSTEE INC.
ESA CANADA BENEFICIARY INC.
ESA 2005 OPERATING LESSEE INC.
ESA 2007 OPERATING LESSEE, INC.
ESA CANADA OPERATING LESSEE INC.
ESA OPERATING LESSEE INC.
ESA P PORFOLIO OPERATING LESSEE INC.
ESA UD PROPERTIES LLC
EXTENDED STAY HOTELS LLC
ESA BUSINESS TRUST
ESA MANAGEMENT LLC
ESA P PORTFOLIO HOLDINGS LLC

Non-Debtor Affiliates

LIGHTSTONE HOLDINGS LLC
DAVID LICHTENSTEIN
HVM LLC
HVM MANAGER LLC
HVM CANADA HOTEL MANAGEMENT ULC (ALBERTA)
PRINCETON ESH LLC
ATMAR ASSOCIATES LLC
BRE/ESH HOLDINGS LLC
ARBOR REALTY SR, INC. (REIT)
ARBOR ESH HOLDINGS LLC
ARBOR ESH II, LLC
GILDA ONE LLC
RON INVEST LLC
POLAR EXTENDED STAY (USA) LP
PGRT ESH INC.
ESA TXGP LLC
ESA P PORTFOLIO TXNC GP LLC
ESH/TXGP LLC
ESH/MSTX GP LLC
ESH/TN MEMBER INC.
ES-NAV LLC
HVI(2) LLC

ESA INTERNATIONAL, INC.
ESA WEST, INC.
ESA SPARTANBURG, LLC (SC LC)
ESA 2005 HOLDINGS LLC
ESA 2005-1031 LLC
DL-DW HOLDINGS LLC
BHAC CAPITAL IV, LLC

Formerly Known As

BRE/ HOMESTEAD VILLAGE LLC
BRE/ESA 2005 HOLDINGS LLC
BRE/ESA 2005 OPERATING LESSEE INC.
BRE/ESA 2005 PORTFOLIO LLC
BRE/ESA 2005- SAN JOSE LLC
BRE/ESA 2005- WALTHAM LLC
BRE/ESA 2005-1031 LLC
BRE/ESA 2007 OPERATING LESSEE, INC.
BRE/ESA ACQUISITION PROPERTIES LLC
BRE/ESA ALASKA LLC
BRE/ESA BUSINESS TRUST
BRE/ESA CANADA BENEFICIARY INC.
BRE/ESA CANADA OPERATING LESSEE INC.
BRE/ESA CANADA PROPERTIES BORROWER LLC
BRE/ESA CANADA PROPERTIES TRUST
BRE/ESA CANADA TRUSTEE INC.
BRE/ESA FL PROPERTIES LLC
BRE/ESA MD BENEFICIARY LLC
BRE/ESA MD BORROWER LLC
BRE/ESA MD PROPERTIES BUSINESS TRUST
BRE/ESA MEZZ 2 LLC
BRE/ESA MEZZ 3 LLC
BRE/ESA MEZZ 4 LLC
BRE/ESA MEZZ 5 LLC
BRE/ESA MEZZ 6 LLC
BRE/ESA MEZZ 7 LLC
BRE/ESA MEZZ 8 LLC
BRE/ESA MEZZ LLC
BRE/ESA MN PROPERTIES LLC
BRE/ESA OPERATING LESSEE INC.
BRE/ESA P MEZZ 2 LLC
BRE/ESA P MEZZ 3 LLC
BRE/ESA P MEZZ 4 LLC
BRE/ESA P MEZZ 5 LLC
BRE/ESA P MEZZ 6 LLC
BRE/ESA P MEZZ 7 LLC
BRE/ESA P MEZZ LLC
BRE/ESA P PORFOLIO MD TRUST
BRE/ESA P PORFOLIO OPERATING LESSEE INC.
BRE/ESA P PORFOLIO PA PROPERTIES LLC
BRE/ESA P PORFOLIO TXNC PROPERTIES LP

BRE/ESA P PORTFOLIO HOLDINGS LLC
BRE/ESA P PORTFOLIO LLC
BRE/ESA P PORTFOLIO MD BENEFICIARY LLC
BRE/ESA P PORTFOLIO MD BORROWER LLC
BRE/ESA P PORTFOLIO TXNC GP LLC
BRE/ESA PA PROPERTIES LLC
BRE/ESA PROPERTIES LLC
BRE/ESA TX PROPERTIES LP
BRE/ESA TXGP LLC
BRE/HOMESTEAD MEZZ 10 LLC
BRE/HOMESTEAD MEZZ 2 LLC
BRE/HOMESTEAD MEZZ 3 LLC
BRE/HOMESTEAD MEZZ 4 LLC
BRE/HOMESTEAD MEZZ 5 LLC
BRE/HOMESTEAD MEZZ 6 LLC
BRE/HOMESTEAD MEZZ 7 LLC
BRE/HOMESTEAD MEZZ 8 LLC
BRE/HOMESTEAD MEZZ 9 LLC
BRE/HOMESTEAD MEZZ LLC
BRE/HOMESTEAD PORFOLIO LLC
BRE/HV PROPERTIES LLC
BRE/MSTX GP LLC
BRE/MSTX PROPERTY LP
BRE/TN MEMBER INC.
BRE/TN PROPERTIES LLC
BRE/TX PROPERTIES LP
BRE/TXGP LLC

Current and Former Directors/Managers (up to three years)

Directors

CHETRIT, JOSEPH
DE VINCK, BRUNO
GROSSMAN, GAIL
LICHTENSTEIN, DAVID
MARECHAUX, MAX
MARTELLO, JOSEPH
MILONE, GUY
OWEN JR., PEYTON H. (CHIP).
SCHURER, MICHAEL
TEICHMAN, JOE

Independent Directors

ASH, EILEEN
ASTACIO, EDNA
BAYONET, MONICA
CLEAVER, WILL
COKBILLEN, DEBORAH
CRAIG, STEVE

DANIELSSON, CAROLYN
FAFOGLIA, ABIGAIL
FRITZ, KATHLEEN
FUGELSANG, KAREN
GERARD, MADELYN
HOWARTH, DENNIS E.
HOWARTH, ZULMA M.
JOYCE, JENNIFER L.
LOFTON, LESLIE
MAHONEY, JUANITA
MANNING, JAY
PURDY, AMY
ROCKWELL, KENT
ROWELL, ROBERT K.
ROWELL, SUSAN R.
SALTRAY, JIM
TARZIAN, DENNIS
WINRICH, JOSEPH K.

Officers

BARNES, RAY
BEOVICH, ANTHONY W.
BIRCKHEAD, PETER
BRADY, ELIZABETH
BRANDIN, DONNA
BURDA, KATE
BUSSANI, PIERO
BUTCHER, CRAIG
BUTLER, RADAH
CAPLAN, KENNETH A.
CHAE, MICHAEL
CHURCH, KARIN A.
CLAYTON, ROY G.
CLAYTON, ZIGGY
COHEN, FRANK
DEKLE, CHRISTOPHER
DELAPP, GARY
DILDY, MARSHALL
DOMBKOWSKI, TERRI
GRAY, JONATHAN D.
GREENFIELD, IRA
GROVES, TIM
KAUFMAN, JOHN R.
KEARNEY, JENNIFER
KIM, DAVID
KUKRAL, JOHN Z.
LEWITT, MARK
LICHT, STEVE
MCDONAGH, DENNIS J.

MCDUGALL, KEVIN
MCDUGALL, KEVIN
MICKLASH, BOB
MIYASAKI, ALAN
MOSSMAN, JAMES J.
MYERS, ANTHONY M.
OWEN, JR., PEYTON H. (CHIP)
PETERSON, PETER G.
PLUMMER, VICTORIA
REID, ROBERT
ROGERS, JOE
RUBY, BERNADETTE
SAAD, KENT
SHANOR, GLEN
SOBRADO, DANA R.
STEIN, WILLIAM J.
STERN, DAN
SULLIVAN, PATRICK
SUMERS, GARY M.
TEICHMAN, JOSEPH
TREADWELL, TIM
WEISS, DAVID
WHITNEY, KENNETH C.
WILEY, LINDA
WOOLRIDGE, STEVE

Affiliation of Certain Officers

- a. Affiliations of Christopher Dekle
EMPLOYERS LIFE HOLDING CORP.
- b. Affiliations of Gary A. DeLapp
HOMESTEAD VILLAGE INC.
VISTA HOST, INC.
- c. Affiliations of Tim Groves
MARRIOTT HOTELS - DESERT SPRINGS RESORT, PALM DESERT, CA
FAIRMONT HOTEL, SAN FRANCISCO
WESTIN HOTELS - CENTURY PLAZA HOTEL & TOWER
STARWOOD HOTELS & RESORTS WORLDWIDE
- d. Affiliations of David Kim
CNL HOTELS & RESORTS.
INTERCONTINENTAL HOTELS GROUP
- e. Affiliations of John R. Kaufman
STARWOOD HOTELS & RESORTS WORLDWIDE
PRICELINE.COM
- f. Affiliations of Kevin L. McDougall
BI-LO LLC

BRUNO'S SUPERMARKETS, INC.
BELL & HOWELL

- g. Affiliations of Robert J. Micklash
CONCORD HOSPITALITY ENTERPRISES COMPANY
- h. Affiliations of Joe Rogers
HOMESTEAD VILLAGE INC.
SECURITY CAPITAL GROUP INCORPORATED
- i. Affiliations of David Weiss
SUNBURST HOSPITALITY

Debt Holders

AOZORA
ARCHON
ASHFORD HOSPITALITY FINANCE LP
BANK OF AMERICA, N.A.
BARTON EQUITIES
BEAR STEARNS COMMERCIAL MORTGAGE, INC.
BLACKROCK
BLACKSTONE/GSO
CAMBRIDGE PLACE INVESTMENTS
CARLTON VENTURES
CENTERBRIDGE
CERBERUS CAPITAL MANAGEMENT L.P.
CITIGROUP
D.E. SHAW
DEBT II ESH, L.P.
DEBT U ESH, L.P.
EBURY FINANCE LIMITED
ENSIGN PEAK ADVISORS
FIF V ESA LLC
FIRST SUN AMERICA LIFE INSURANCE
FIVE MILE CAPITAL PARTNERS
FORTRESS
GEM
GOLDMAN SACHS
GRAMERCY CAPITAL
HARTFORD LIFE INSURANCE
HORACE MANN LIFE
ING
JOHN HANCOCK LIFE
JP MORGAN CHASE
KEY BANK
KEY BANK NATIONAL ASSOCIATION
LEGACY ESH LLC
LEGG MASON
MELLON CAPITAL
MERRILL LYNCH

MERRILL LYNCH MORTGAGE LENDING, INC.
MIDLAND NATIONAL
MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC.
NEW YORK LIFE INSURANCE
NORDDEUTSCHE LANDESBANK
NORTHSTAR
OHIO PUBLIC EMPLOYEES RETIREMENT SYSTEM
SCOTIA CAPITAL
SQUARE MILE CAPITAL MANAGEMENT
STARWOOD CAPITAL
SWISS RE
THE FEDERAL RESERVE
TIAA
TIAA-CREF LIFE
UBS
US BANK NATIONAL ASSOCIATION
VERO CAPITAL MANAGEMENT
VERTICAL CAPITAL
WACHOVIA
WACHOVIA BANK, N.A.
WELLS FARGO BANK, NATIONAL ASSOCIATION
WINTHROP

Creditors

AC FURNITURE COMPANY, INC.
AECON BUILDINGS
AECON CONSTRUCTION GROUP, INC.
AMERICAN HOTEL REGISTER CO., INC.
ARMSTRONG WORLD INDUSTRIES, INC.
BISON BUILDERS INC
CAROLINA GALLERY ART AND FRAME
HALBROOK LAW FIRM
HILB ROGAL & HOBBS
HVM LLC
M&T INVESTMENT TRUST
MARK ORLANDER
MVE INC
PACIFIC COAST CONTRACT LIGHTING
SERVPRO OF RICHMOND, INC.
SIGNATURE HOSPITALITY CARPETS
STEWART MCKELVEY
SUPERIOR UNIFORM GROUP
THOMASVILLE FURNITURE INC.
THOMSON PROPERTY TAX SERVICE
TRINITY LIGHTING, INC.
WALTER ANDERSON
WILLIS OF MARYLAND INC.
WOMBLE CARLYLE SANDRIDGE & RICE

Professionals

ADAMS STEPNER WOLTERMANN & DUSING
ALLEN MATKINS LECK GAMBLE MALLORY & NATSIS LLP
ALSTON & BIRD LLP
ARCHER & GREINER
ARENT FOX PLLC
ARMSTRONG TEASDALE LLP
ASHBY & GEDDES
BAKER DONELSON BEARMAN CALDWELL & BERKOW
BARCLAYS
BISON BUILDERS INC
BROUSE MCDOWELL
BURR & FORMAN LLP
CAPSTONE ADVISORY GROUP LLC
COHEN SEGLIAS PALLAS GREENHALL & FURMAN
COMPUTERSHARE
COVINGTON & BURLING
CRONIN CRONIN & HARRIS PC
DELOITTE TAX LLP
DUFF & PHELPS
ESQUIRE DEPOSITION SERVICES
FIKE INDUSTRIAL CONSTRUCTION LLC
FRANK C URBAN & CO
FRED GRANGE
FRIED, FRANK, HARRIS, SCHRIVER & JACOBSON LLP
GEARY PORTER & DONOVAN PC
GEORGE A TSONGAS PHD PE
GLAZING CONSULTANTS INTERNATIONAL LLC
GOODLETTE COLEMAN JOHNSON YOVANOVICH & K
HOOVER SLOVACEK LLP
HOULIHAN LOKEY HOWARD & ZUKIN CAPITAL INC
JACKSON LEWIS LLP
JEFFER MANGELS BUTLER & MARMARO LLP
JONATHAN MARGOLIS, SPECIAL MASTER
JORDAN LAWRENCE GROUP
K C M
KAPLIN STEWART MELOFF REITER & STEIN
KAYE SCHOLER LLP
LAZARD FRERES & CO LLC
LEITNER WILLIAMS DOOLEY & NAPOLITAN PLLC
LIABILITY MANAGEMENT SYSTEMS
LYDECKER LEE BEHAR BERGA & DEZAYAS LLC
MAYER BROWN LLP
MCCORMICK & WAGNER LLC
MILLER THOMSON LLP
MORRISON & FOERSTER LLP
MUNSCH HARDT KOPF & HARR PC
NRAI SERVICES LLC
PARKER POE ADAMS & BERNSTEIN LLP
PASSMAN & JONES

PEDERSEN & HOUP
PETER L DAVIDSON LLC
PROSKAUER ROSE LLP
PUGLIESE FINNEGAN & SHAFFER LLC
REED SMITH SACHNOFF & WEAVER
ROBERT HUGHES ASSOCIATES INC
SAIBER SCHLESINGER SATZ & GOLDSTEIN LLC
SCHULTE ROTH & ZABEL LLP
SEYFARTH SHAW LLP
SILVER INSURANCE CONSULTANTS
SILVER POINT FINANCE LLC
SITRICK AND COMPANY, INC.
SIVER INSURANCE CONSULTANTS
SPARKS WILLSON BORGES BRANDT & JOHNSON
STEVEN M PONTIKES & ASSOCIATES
THE BRATTLE GROUP
THE DAVIDSON LEGAL GROUP LLC
THOMPSON COBURN FAGEL HABER
TONY KAMAND REALTY LLC
VENABLE LLP
VORYS SATER SEYMOUR & PEASE LLP
WINSTON & STRAWN LLP
WOOD ASSOCIATES
ZURICH NORTH AMERICA

Insurance Companies

AISLIC
ALLIED WORLD
AMERICAN GUARENTEE & LIABILITY INSURANCE COMPANY
ARCH INSURANCE CO.
AXIS
AXIS BERMUDA
AXIS INSURANCE CO
CHUBB
EMPIRE INDEMNITY
FIDELITY NATIONAL PROPERTY & CASUALTY
GREENWICH INSURANCE COMPANY
HOUSTON CASUALTY COMPANY
LEXINGTON INSURANCE
LIBERTY MUTUAL INSURANCE
LLOYDS
NATIONAL UNION FIRE
NAVIGATORS INSURANCE CO.
RSUI
ST. PAUL FIRE & MARINE INSURANCE COMPANY
SWISS RE IRI
THE NORTH RIVER INSURANCE CO. (CRUM)
TOKIO MARINE
XI INSURANCE AMERICA, INC.
XL INSURANCE COMPANY

ZURICH NORTH AMERICA

Taxing Authorities

CALIFORNIA SECRETARY OF STATE
CALIFORNIA STATE BOARD OF EQUALIZATION
CITY & BOROUGH OF JUNEAU
CITY OF ALEXANDRIA
CITY OF ALPHARETTA
CITY OF ANN ARBOR
CITY OF AUBURN HILLS
CITY OF AURORA
CITY OF AUSTIN
CITY OF BAKERSFIELD
CITY OF BATON ROUGE
CITY OF BIRMINGHAM
CITY OF BOSSIER CITY
CITY OF BRENTWOOD
CITY OF CHATTANOOGA
CITY OF CHESAPEAKE
CITY OF COLORADO SPRINGS
CITY OF COVINGTON
CITY OF DEARBORN
CITY OF EAST PROVIDENCE
CITY OF EL PASO
CITY OF FARMINGTON HILLS
CITY OF FLORENCE
CITY OF GLENDALE
CITY OF GREENWOOD VILLAGE
CITY OF HUNTSVILLE
CITY OF KENNER
CITY OF KENTWOOD
CITY OF KNOXVILLE
CITY OF LAKEWOOD
CITY OF LAREDO
CITY OF LIVONIA
CITY OF LONE TREE
CITY OF LUBBOCK
CITY OF LYNCHBURG
CITY OF MADISON
CITY OF MADISON HEIGHTS
CITY OF MARIETTA
CITY OF MEMPHIS
CITY OF MERIDEN
CITY OF MESA
CITY OF MOBILE
CITY OF MONTGOMERY
CITY OF NEW YORK
CITY OF NEWPORT NEWS
CITY OF NORCROSS
CITY OF NOVI

CITY OF PEORIA
CITY OF PHILADELPHIA
CITY OF RIVERDALE
CITY OF ROANOKE
CITY OF ROMULUS
CITY OF ROSEVILLE
CITY OF SAVANNAH
CITY OF SCOTTSDALE
CITY OF SOUTHFIELD
CITY OF STERLING HEIGHTS
CITY OF TUCSON
CITY OF VIRGINIA BEACH
CITY OF WALTHAM
CITY OF WARREN
CITY OF WARWICK
CITY OF WAUKESHA
CITY OF WAUWATOSA
CITY OF WESTMINSTER
CITY OF WOBURN
COLORADO DEPARTMENT OF REVENUE
COMPTROLLER OF MARYLAND
CONNECTICUT COMMISSIONER OF REVENUE SERVICES
COUNTY OF ADA
COUNTY OF ADAMS
COUNTY OF ALACHUA
COUNTY OF ALAMEDA
COUNTY OF ALLEN
COUNTY OF ANNE ARUNDEL
COUNTY OF ARAPAHOE
COUNTY OF BALTIMORE
COUNTY OF BERNALILLO
COUNTY OF BEXAR
COUNTY OF BOONE
COUNTY OF BREVARD
COUNTY OF BROWARD
COUNTY OF BUNCOMBE
COUNTY OF BUTLER
COUNTY OF CHARLESTON
COUNTY OF CHATHAM
COUNTY OF CLARK
COUNTY OF CLAY
COUNTY OF CLAYTON
COUNTY OF COBB
COUNTY OF CUMBERLAND
COUNTY OF CUYAHOGA
COUNTY OF DEKALB
COUNTY OF DELAWARE
COUNTY OF DENTON
COUNTY OF DOUGLAS
COUNTY OF DURHAM
COUNTY OF DUVAL

COUNTY OF EL PASO
COUNTY OF ESCAMBIA
COUNTY OF FAIRFAX
COUNTY OF FAYETTE
COUNTY OF FORSYTH
COUNTY OF FORT BEND
COUNTY OF FRANKLIN
COUNTY OF FULTON
COUNTY OF GREENE
COUNTY OF GREENVILLE
COUNTY OF GUILFORD
COUNTY OF GWINNETT
COUNTY OF HAMILTON
COUNTY OF HANCOCK
COUNTY OF HARFORD
COUNTY OF HARRIS
COUNTY OF HELBY
COUNTY OF HENRICO
COUNTY OF HILLSBOROUGH
COUNTY OF HINDS
COUNTY OF HOWARD
COUNTY OF JACKSON
COUNTY OF JEFFERSON
COUNTY OF JOHNSON
COUNTY OF KENTON
COUNTY OF KING
COUNTY OF KNOX
COUNTY OF LAKE
COUNTY OF LANE
COUNTY OF LEON
COUNTY OF LOS ANGELES
COUNTY OF LOUDOUN
COUNTY OF LUCAS
COUNTY OF MACON- BIBB
COUNTY OF MADISON
COUNTY OF MARICOPA
COUNTY OF MARIN
COUNTY OF MARION
COUNTY OF MCLENNAN
COUNTY OF MECKLENBURG
COUNTY OF MIAMI- DADE
COUNTY OF MOBILE
COUNTY OF MONTGOMERY
COUNTY OF MULTNOMAH
COUNTY OF NASSAU
COUNTY OF NEW HANOVER
COUNTY OF OAKLAND
COUNTY OF OKALOOSA
COUNTY OF ONSLOW
COUNTY OF ORANGE
COUNTY OF PALM BEACH

COUNTY OF PIERCE
COUNTY OF PIMA
COUNTY OF PINELLAS
COUNTY OF PLACER
COUNTY OF PLATTE
COUNTY OF POTTER
COUNTY OF PRINCE GEORGE
COUNTY OF PULASKI
COUNTY OF RICHLAND
COUNTY OF RIVERSIDE
COUNTY OF ROUND ROCK
COUNTY OF SALT LAKE
COUNTY OF SAN BERNARDINO
COUNTY OF SAN DIEGO
COUNTY OF SAN JOAQUIN
COUNTY OF SANDOVAL
COUNTY OF SEDGWICK
COUNTY OF SEMINOLE
COUNTY OF SHELBY
COUNTY OF SNOHOMISH
COUNTY OF SONOMA
COUNTY OF SPARTANBURG
COUNTY OF SPOKANE
COUNTY OF ST CHARLES
COUNTY OF ST JOSEPH
COUNTY OF ST LOUIS
COUNTY OF ST MARY
COUNTY OF SUMMIT
COUNTY OF TARRANT
COUNTY OF THURSTON
COUNTY OF TRAVIS
COUNTY OF TULSA
COUNTY OF VANDERBURGH
COUNTY OF VOLUSIA
COUNTY OF WAKE
COUNTY OF WASHINGTON
COUNTY OF WASHOE
COUNTY OF WEBB
COUNTY OF WILLIAMSON
COUNTY OF YELLOWSTONE
COUNTY OF YOLO
DELAWARE COUNTY TREASURER
DISTRICT OF GREENSPPOINT
FLORIDA DEPARTMENT OF REVENUE
GEORGIA DEPARTMENT OF REVENUE
HOUSTON INDEPENDENT SCHOOL DISTRICT
IDAHO STATE TAX COMMISSION
ILLINOIS DEPARTMENT OF REVENUE
INDIANA DEPARTMENT OF REVENUE
JAMES E CHICUCCHI
KENTUCKY DEPARTMENT OF REVENUE

KENTUCKY STATE TREASURER
LAFAYETTE CONSOLIDATED GOVERNMENT
MARYLAND DEPARTMENT OF ASSESSMENT AND TAXATION
MASSACHUSETTS DEPARTMENT OF REVENUE
METROPOLITAN TRUSTEE
MISSISSIPPI STATE TAX COMMISSION
MOUNT LAUREL MUA
MUNICIPALITY OF ANCHORAGE
NEVADA DEPARTMENT OF TAXATION
NEW JERSEY DEPARTMENT OF TRANSPORTATION
NORTH CAROLINA SECRETARY OF STATE
NORTH OLMSTED CITY SCHOOL DISTRICT
PARISH OF EAST BATON ROUGE
PARISH OF JEFFERSON
PARISH OF LAFAYETTE
PENNSYLVANIA DEPARTMENT OF REVENUE
STATE OF ARKANSAS
STATE OF CALIFORNIA
STATE OF COLORADO
STATE OF CONNECTICUT
STATE OF FLORIDA
STATE OF GEORGIA
STATE OF IDAHO
STATE OF ILLINOIS
STATE OF INDIANA
STATE OF KANSAS
STATE OF KENTUCKY
STATE OF LOUISIANA
STATE OF MARYLAND
STATE OF MASSACHUSETTS
STATE OF MICHIGAN
STATE OF MISSISSIPPI
STATE OF MONTANA
STATE OF NEVADA
STATE OF NEW HAMPSHIRE
STATE OF NEW MEXICO
STATE OF NEW YORK
STATE OF NORTH CAROLINA
STATE OF OHIO
STATE OF PENNSYLVANIA
STATE OF RHODE ISLAND
STATE OF TENNESSEE
STATE OF UTAH
STATE OF VIRGINIA
STATE OF WASHINGTON
STATE OF WISCONSIN
TENNESSEE DEPARTMENT OF REVENUE
TOWN OF BRAINTREE
TOWN OF DANVERS
TOWN OF FARMINGTON
TOWN OF GRAND CHUTE

TOWN OF MANCHESTER
TOWN OF NORTON
TOWN OF SCARBOROUGH
TOWN OF TEWKSBURY
TOWN OF WEST WARWICK
TOWN OF WESTBOROUGH
TOWNSHIP OF CANTON
TOWNSHIP OF PLYMOUTH
UTAH STATE TAX COMMISSION

Litigation Parties

AMERICAN AUTOMOBILE INSURANCE COMPANY
ARMSTRONG, TYRONE
BURK, BARBARA
CALIFORNIA DEPARTMENT OF TRANSPORTATION
CITY OF MARYLAND HEIGHTS
COLORADO DEPARTMENT OF TRANSPORTATION
COLUMBIA MUTUAL INSURANCE COMPANY
CONNECTICUT DEPARTMENT OF TRANSPORTATION
DIAMOND STATE INSURANCE COMPANY
DISABLED PATRONS OF AMERICA
EXECUTIVE RISK SPECIALTY INSURANCE COMPANY
GEORGIA DEPARTMENT OF TRANSPORTATION
INDIANA DEPARTMENT OF TRANSPORTATION
JOHNSON, MARK
KENTUCKY DEPARTMENT OF TRANSPORTATION
KWAKU, EMMANUEL
MALONEY, KEVIN
MCCALL, MADALYNE J.
MOYER, CANDACE
NEW JERSEY DEPARTMENT OF TRANSPORTATION
OHIO DEPARTMENT OF TRANSPORTATION
SCHROADER, SHARON
SHAW, ALEXANDER
SMITH, JOANNA LYNN
SOSBE, EVELYN
TEXAS DEPARTMENT OF TRANSPORTATION
VIRGINIA DEPARTMENT OF TRANSPORTATION
WALL STREET INSURANCE AGENCY, INC.
ZELLER, PENÉLOPE

Banks, Credit Card Processors & Investments

AMERICAN EXPRESS
BANK OF AMERICA
BOA CANADA
BOA SECURITIES
CAPITAL ONE BANK
CHASE PAYMENTECH
DEUTSCHE BANK TRUST CO. AMERICAS

DISCOVER
FIDELITY AND DEPOSIT COMPANY OF MARYLAND
FIFTH THIRD BANK
HSBC TREASURY FUND
JCB INT'L CREDIT CARD CO., LTD
JPMORGAN CHASE BANK
MONERIS
NATIONAL CITY BANK
REGIONS BANK
TD BANK
TD CANADA TRUST
US BANK
WACHOVIA BANK NA
WELLS FARGO BANK
WILMINGTON TRUST COMPANY

Indenture Trustee to Sr. Subordinated Note

MANUFACTURERS & TRADERS TRUST COMPANY

UST

ADAMS, DIANA G.
BROOKS, CATLETHA
CATAPANO, MARIA
CHOY, DANNY A.
DAVIS, TRACY HOPE
DUB, ELIZABETH C.
FELTON, MARILYN
FIELDS, MYRNA R.
GOLDEN, SUSAN
JOSEPH, NADKARNI
KHODOROVSKY, NAZAR
MARTIN, MARYLOU
MARTINEZ, ANNA M.
MASUMOTO, BRIAN S.
MATULA, COURTNEY
MENDOZA, ERCILIA A.
MOBLEY, DARIN L.
MORONEY, MARY V.
MORRISSEY, RICHARD C.
NAKANO, SERENE
RIFFKIN, LINDA A.
RODRIGUEZ, ABIGAIL
SCHWARTZBERG, PAUL K.
SHARP, SYLVESTER
SOTO, HECTOR
VELEZ-RIVERA, ANDY
ZIPES, GREG M.

Lessors

CLAUDE A. ADAMS III
ELIZABETH METROMALL URBAN RENEWAL, INC.
MEADOW PARK ASSOCIATES
MORELLI ENTERPRISES LP
PH HOMESTEAD LLC
THE CITY OF SPARTANBURG

Schedule 2
Disclosure of Jones Lang LaSalle Hotels
Result of Conflicts Search – Entities that totaled more than 1% of 2008 gross revenue

<u>Party</u>	<u>Relationship</u>
TIAA	JLL has numerous relationships with TIAA. We do not believe any of the relationships pose a conflict of interest in this case.
Bank of America, N.A.	JLL has numerous relationships with Bank of America, N.A. We do not believe any of the relationships pose a conflict of interest in this case.
Deutsche Bank Trust Co. Americas	JLL has numerous relationships with Deutsche Bank Trust Co. Americas. We do not believe any of the relationships pose a conflict of interest in this case.
HSBC Treasury Fund	JLL has numerous relationships with HSBC Holding PLC but none with this particular fund. We do not believe any of the relationships pose a conflict of interest in this case.
National City Bank	JLL has numerous relationships with National City Bank. We do not believe any of the relationships pose a conflict of interest in this case.